This Listing Statement is compiled by the Exchange from documents filed by the Company in making application for listing. It is issued for the information of members, member firms and member corporations of the Exchange. It is not and is not to be construed as a prospectus. The Exchange has received no consideration in connection with the issue of this Listing Statement other than the customary listing fee. The documents referred to above are open for inspection at the general office of the Exchange.

LISTING STATEMENT NO. 2568

LISTED AUGUST 29, 1972.
7,270,432 common shares with $1.00 par value of which 150,000 shares are subject to issuance.
Stock Symbol CKO
Post Section 4.4

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

CLARK OIL & REFINING CORPORATION

Incorporated under the Laws of the State of Wisconsin, United States of America, by Articles of Incorporation filed July 11, 1934

CAPITALIZATION AS AT JUNE 30, 1972

The capitalization of the Corporation as at June 30, 1972, is as follows:

Common Stock, $1.00 Par Value

Number of Shares Authorized	Number of Shares Issued	Number of Shares Reserved for Issuance	Number of Shares to be Listed
10,000,000	7,120,432 (Including shares re-acquired and held in Treasury)	150,000	7,270,432

August 1, 1972

1. APPLICATION

CLARK OIL & REFINING CORPORATION (hereinafter called the "Corporation") hereby makes application for the listing on The Toronto Stock Exchange of 7,270,432 common shares of $1.00 par value of the capital stock of the Corporation, of which 7,108,259 shares have been issued and are outstanding as fully paid and non-assessable and 12,173 shares, previously issued as fully paid and non-assessable, have been re-acquired and are held in the Corporation's Treasury. The remaining 150,000 common shares were reserved for issuance on exercise of stock options under the Corporation's 1969 Qualified Stock Option Plan as described in Item 9 hereof.

2. HISTORY AND BUSINESS

Clark Oil & Refining Corporation, principal executive offices of which are located at 8530 West National Avenue, Milwaukee, Wisconsin 53227, United States of America, was incorporated under Wisconsin law in 1934. The Corporation produces, purchases, and refines crude oil, and it manufactures and markets refined petroleum products through a network of common carrier pipelines, storage terminals, and approximately 1800 retail service stations in the Midwestern United States. The Corporation also makes wholesale sales of refined petroleum products at its refineries and terminals to other oil companies, jobbers, wholesalers, and retailers. The Corporation manufactures and sells petrochemicals and resins. The Corporation has two refineries, one located at Blue Island, Illinois, near Chicago, and the other at Wood River, Illinois, near St. Louis.

Until November, 1970, the Corporation was known as primarily a "premium" grade marketer. At that time a low-lead regular was introduced by the Corporation, and by the middle of 1971 the Corporation had converted all of its service stations to a two-grade operation. Because of the lack of demand and high costs of refining the low-lead regular, the Corporation phased out the low-lead regular and is now distributing a fully leaded regular along with its traditional premium. The Corporation estimates that its sales of premium are now 40% of its total retail gasoline sales.

The Corporation owns interests in producing properties and has exploration activities in selected North American acreage, notably in areas of Western Offshore Louisiana and the Arctic Islands. For a more detailed report, reference is hereby made to the attached copy of the Corporation's Annual Report for 1971 which is incorporated herein and made a part of this application.

For a more detailed report of the Corporation's history and operations, reference is hereby made to the Securities and Exchange Commission Form 10-K — Annual Report — for the years 1967, 1968, 1969, 1970 and 1971, and Form 10-Q — Quarterly Report — for the quarter ending March 31, 1972, and Prospectus dated March 9, 1971, for 502,640 shares of Clark Oil & Refining Corporation Common Stock, and Shareholders' Quarterly Report for the quarters ending March 31, 1972, and June 30, 1972, which are on file with The Toronto Stock Exchange.

3. SHARE ISSUES DURING PAST TEN YEARS

As of June 30, 1972, the Corporation had issued 7,120,432 shares of its capital stock of $1.00 par value each, including 12,173 shares held in the Treasury not presently outstanding. In addition, 150,000 shares are reserved for issuance on exercise of stock options. Shares of the Corporation issued during the ten years immediately preceding the date of this application are as follows:

Year	No. of Shares	Amount Realized Per Share	Total Amount Realized	Purpose of Issue
1972	—			
1971	—			
1970	1,800	$10.00	$ 18,000	Stock Option Exercised
1969	2,078	6.81	14,152	Stock Option Exercised
1968	12,116	4.41	53,456	Stock Option Exercised
	3,552,219			Stock Split (1)
	32,258	8.43	271,776	Acquisition Treated as Pooling of Interest
1967	18,296	6.24	114,203	Stock Option Exercised
1966	11,553	5.74	66,259	Stock Option Exercised
	1,745,056			Stock Split (2)
1965	16,824	9.09	152,989	Stock Option Exercised
1964	—			
1963	—			
1962	2,065	1.00	2,065	Conversion of scrip from stock dividends of previous years

(1) Two-for-one stock split November 29, 1968.

(2) Two-for-one stock split April 1, 1966.

4. STOCK PROVISIONS AND VOTING POWERS

The total authorized capital stock of the Corporation is 10,000,000 shares of common stock, $1.00 par value. Shareholders are entitled to one vote for each share on all matters which are submitted to a vote of shareholders. Holders of common stock have no pre-emptive, subscription or conversion rights, and are entitled to participate pro rata in the assets of the Corporation available for distribution upon its liquidation.

Shareholders are entitled to receive such dividends as may be declared by the Board of Directors of the Corporation out of the funds legally available therefor. The loan agreement covering the Corporation's notes payable to a bank and certain financial institutions limits acquisitions of the Corporation's common stock and limits payments of cash dividends to $3,000,000, plus (or, in the case of a deficit, minus) 100 per cent of consolidated net income for the period from and including January 1, 1970, to and including the date of the payment of any cash dividends. At December 31, 1971, retained earnings not so restricted amounted to approximately $11,707,000.

All outstanding shares of common stock are validly issued, fully paid and non-assessable by the Corporation. Section 180.40(6) of the Wisconsin Business Corporation Law imposes upon shareholders of all Wisconsin business corporations personal liability, in an amount equal to the par value of shares owned by them respectively, for all debts owing to employees of the corporation for services performed for such corporation, but not exceeding six months' service in any one case.

Since the holders of the common stock do not have cumulative voting rights, the holders of more than 50 per cent of the shares voting for the election of directors can elect all of the directors of the Corporation if they choose to do so, and in such event the holders of the remaining shares aggregating less than 50 per cent will not be able to elect any directors.

5. DIVIDEND RECORD — TEN YEARS — 1962-1972

Year	Total Shares Outstanding (End of Year) (a)	Annual Cash Dividends Declared	Cash Dividends Paid Per Share (c)
1971	7,118,259	$2,847,304	$.40
1970	7,118,259	2,846,854	.40
1969	7,116,769	2,846,444	.40
1968	7,116,394	2,335,923	.325 (b)
1967	3,516,061	2,105,394	.60
1966	3,500,665	1,224,601	.35 (b)
1965	1,745,056	1,134,286	.65 (d)
1964	1,722,063	430,516	.25 (e)
1963	1,722,632	—	—
1962	1,726,232	—	—

(a) Excluding shares previously issued which were re-acquired and held in the Corporation's Treasury.

(b) Adjusted to reflect two-for-one stock splits effective April 1, 1966, and November 29, 1968.

(c) Since the first quarter of 1966, regular quarterly dividends have been paid during the last week in each calendar quarter. With the exception of the dividend covering the first quarter of 1966 which was declared on December 2, 1965, all such dividends have been declared and paid within the same calendar year. Quarterly dividends, each in the amount of 10¢ per share, have been paid on March 27, 1972, and on June 26, 1972.

(d) Declared on December 2, 1965, and $.50 paid on January 4, 1966, and $.15 paid on March 25, 1966.

(e) Declared on December 4, 1964, and paid on January 4, 1965.

6. RECORD OF PROPERTIES

The Corporation owns and occupies an office building at 8530 West National Avenue, Milwaukee, Wisconsin, which is its principal executive office.

The Corporation owns and operates two crude oil refineries. One refinery is located at Blue Island, Illinois, near Chicago, and has a capacity of approximately 70,000 barrels per day. This refinery is designed to produce a large proportion of high octane gasoline together with middle distillates, heavy oils, petrochemicals, and other miscellaneous products.

The other refinery is located at Wood River, Illinois, near St. Louis, and has a capacity of approximately 37,000 barrels per day. This refinery also produces a large proportion of high octane gasoline together with middle distillates, heavy oils, coke, and other miscellaneous products.

Products produced at the above-described refineries are shipped through common carrier pipelines to the Corporation's bulk terminals in Indianapolis, Indiana; Detroit and Marshall, Michigan; Cleveland and Columbus, Ohio; and Green Bay and Milwaukee, Wisconsin. The Corporation owns a 14-mile pipeline connecting its Blue Island, Illinois, refinery with its bulk terminal at Hammond, Indiana. This pipeline also connects with various common carrier pipelines at East Chicago, Indiana. In addition, the Corporations owns 11% of the Wolverine Pipe Line Company, which owns and operates a 397-mile refined products pipeline serving southern Michigan and northern Ohio.

The Corporation also owns an 8% interest in West Shore Pipe Line Company, which owns and operates a common carrier pipeline from Hammond, Indiana, to Green Bay, Wisconsin.

The crude oil refined at the Corporation's two refineries is moved from the oil fields through a network of common carrier pipelines, some of which are partly owned by the Company.

Through Southcap Pipe Line Company, the Corporation has a 7.03% interest in the Capline 40-inch crude oil pipeline extending 630 miles from Lousiana to Patoka, Illinois. Capline connects at Patoka with the 205-mile Chicap line running to Chicago, connecting with a spur to the Corporation's Blue Island refinery. The Corporation owns a 33.2% interest in Chicap through Chicap Pipe Line Company. The Corporation also owns a 33.83% interest in the Capwood crude oil pipeline, extending 55 miles from Patoka to its Wood River refinery.

The Corporation and its wholly-owned subsidiary, Greenfield Enterprises, Inc., own 130 of the approximately 1,800 service stations through which it retails gasoline. The remainder are controlled on various sale and leaseback agreements.

The Corporation conducts exploration and production operations in the United States, Canada, Libya, and Brunei. Such activities are conducted through wholly-owned subsidiaries of the Corporation.

Exploration in Libya has been temporarily suspended in favor of the brighter prospects in the U.S.A. and Canada; however, some program is being planned for Brunei in 1973. The Corporation holds interest averaging 16⅔% in nine tracts totaling 45,541 acres in the offshore area of the Gulf of Mexico adjacent to the Western Louisiana offshore area in the United States. Exploration in this area is being conducted by a group of companies of which the Corporation is a member. The group has drilled and also jointly participated with offsetting partners in a total of 24 exploratory wells. Commercial production is indicated on some of these tracts. The group has under construction one 18-well drilling and production platform to be installed in the fall of 1972 and is presently designing a second platform for another tract. In other parts of the United States, varying interests are held by the Corporation in 94,447 acres in the states of Alaska, Louisiana, Texas, Wyoming, New Mexico, Ohio, and Colorado.

The Corporation's activities in Canada through its wholly-owned subsidiary, Clark Oil Producing Ltd., consist principally of the acquisition and development of oil and gas leases and the production and sale of oil and gas. The primary thrust of the Corporation's activities is in the Arctic Islands area. Of acreage originally established 11 years ago, a 6.66% interest in 3,744,308 acres has been retained. This acreage was supplemented in 1971 by participation with three other companies in drilling two wells earning the Corporation an additional four to five per cent interest in 715,183 acres. In December, 1971, a gas discovery was reported by the Panarctic group on Ellef Ringnes Island approximately one-half mile from a 26,054-acre permit in which the Corporation holds a 6.66% interest. The Corporation also holds a 6.66% interest in three permits totaling 154,683 acres, approximately 18 miles northwest of the discovery.

The Corporation's net production in North America is now approximately 1,988 barrels of crude oil and 6,946 MCFs of natural gas per day. Approximately 287 barrels of crude oil per day are produced in Canada. The major contributor to the Canadian production is the Stoughton area in Saskatchewan with approximately 257 barrels of crude oil daily.

The Corporation holds working and overriding royalty interests in oil and gas leases, drilling reservations and/or permits in Alberta, British Columbia, Saskatchewan, Manitoba, the Yukon Territory, and the Arctic Islands in Canada. The lands comprising such oil and gas leases, drilling reservations, and/or permits are located in the following areas:

NON-PRODUCING PROPERTIES

Arctic Islands		Gross Acreage (a)	Net Acreage (b)
Eight Bears	Permits	28,605.00	2,288.40
Fritz William Owen	Permits	28,605.00	2,288.40
Camaron	Permits	300,030.00	19,981.99
Amund Rignes Island	Permits	234,945.50	15,647.37
Axel Heiberg Island	Permits	104,582.00	6,965.16
Bathurst Island	Permits	312,885.00	20,838.14
Brock Island	Permits	108,233.00	7,208.31
Cornwall Island	Permits	109,328.00	7,281.24
Ellef Rignes Island	Permits	180,737.00	12,037.07
Ellesmere Island	Permits	129,998.00	8,657.34
Emerald Island	Permits	175,994.00	11,721.20
Melville Island	Permits	1,284,844.50	85,570.64
Vanier Island	Permits	460,644.00	47,352.14
Prince Patrick Island	Permits	428,079.00	31,216.50
	Total	3,887,510.00	279,053.90
Yukon			
British Mountains	Permits	269,288.00	44,881.33
Alberta	Various Interests	45,933.31	14,166.42
British Columbia	Various Interests	1,473.00	708.33
Manitoba	Various Interests	640.00	159.99
Saskatchewan	Various Interests	3,629.00	2,367.65
	Total Non-Producing	4,208,553.31	341,337.62

PRODUCING PROPERTIES

		Gross Acreage (a)	Net Acreage (b)
Alberta	Various Interests	800.00	224.80
British Columbia	Various Interests	1,760.00	360.00
Saskatchewan	Various Interests	6,652.00	3,295.23
	Total Producing	9,212.00	3,880.03

(a) "Gross Acreage" represents all the acres in which the Corporation has an interest.

(b) "Net Acreage" represents the aggregate of the interest of the Corporation in the Gross Acreage.

Clark Oil & Refining Corporation Annual Report 1971

Clark Oil & Refining Corporation

Contents

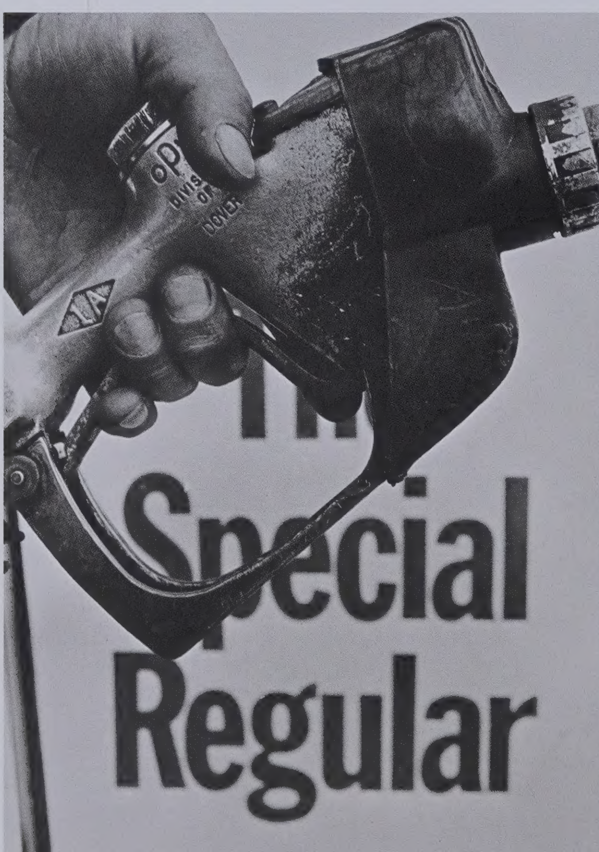
Results in Brief
Clark Oil & Refining Corporation and Subsidiaries

Financial

For each year:	1971	1970
Net income	$ 3,568,000	$ 10,832,000
Net income per share*	$0.50	$1.52
Dividends declared per share	$0.40	$0.40
Cash flow — net income plus depreciation, etc.	$ 14,714,000	$ 18,839,000
Sales and other revenue	$275,575,000	$277,003,000
Depreciation, depletion and amortization	$ 10,861,000	$ 7,484,000
Capital expenditures:		
Refining and chemical	$ 7,105,000	$ 25,688,000
Pipelines and storage terminals	2,736,000	761,000
Marketing	2,271,000	6,336,000
Production	687,000	12,253,000
Other	433,000	158,000
Total	$ 13,232,000	$ 45,196,000

*Based on the shares outstanding at the end of 1971. Per share earnings, calculated on the basis of weighted average shares outstanding including common stock equivalents, produce the same results.

At each year end:		
Working capital	$ 24,681,000	$ 12,692,000
Depreciated book value of property, plant and equipment	$107,249,000	$106,827,000
Total assets	$178,950,000	$171,999,000
Long-term debt	$ 56,755,000	$ 49,044,000
Stockholders' equity per share outstanding	$10.85	$10.74



Operating

In thousands of barrels:		
Crude oil refined	**32,656**	34,761
Refined products sold	**33,849**	35,132
Net crude oil and condensate produced	**906**	1,129
In thousands of pounds:		
Chemical products sold	**135,076**	107,513
In thousand cubic feet:		
Natural gas produced	**3,381,472**	2,930,267

To Our Shareholders:

As encouraging developments in our exploration activities gave promise of great potential, sales volumes, refinery thruput and earnings for 1971 were down from the previous year. To meet changing conditions, our retail marketing and refinery sales departments have embarked on forward looking programs, setting the stage for renewed growth in these areas.

The year 1971 was a difficult and challenging period for Clark Oil as realized retail prices remained at uncommonly low levels throughout the year while crude oil costs again increased substantially. Although largely not reflected in 1971 earnings, progress achieved in important areas of our operations should become manifest in the coming years.

Sales and other revenues for the year ended December 31, 1971, were $275,575,000 compared to $277,003,000 in 1970. Consolidated net income for 1971 totaled $3,568,000, or $0.50 per share down from $10,832,000, or $1.52 per share in 1970. Depressed retail product prices and static wholesale prices failed to offset increased crude and operating costs resulting in a reduction of earnings.

Constantly fluctuating retail prices had an unsettling effect on marketing operations in 1971. The pervasive price emphasis weakened consumer brand loyalty, limiting our total retail sales to a five per cent increase. Clark premium sales declined by 23 per cent attributable primarily to a diminishing market for premium grade fuel.

Introduction of our regular grade was completed in 1971 along with adoption of a distinctive new station design and experimentation with new approaches such as self-service. By year end Clark service station sales of regular were nearly 50 per cent of total gasoline sales. The change in product mix at Clark stations lowered our average realized price. Furthermore, average retail price of Clark premium was down as a result of the price competition. Average realized prices for wholesale products were up slightly for the year. To offset the lower retail prices, selling expenses were reduced through the elimination of trading stamps, suspension of advertising and some reduction of personnel overall.

For the year, 105 service stations were remodeled and 146 new stations were built, bringing the total number of Clark and Owens service stations to 1,750 at the close of 1971. For 1972, 100 new Clark stations are planned.

Capital expenditures for 1971 were $13,232,000, compared to $45,196,000 in 1970 as major manufacturing expansion projects were completed.

Addition of three major units and an upgrading of environmental control procedures were achieved at Clark's two refineries. A new Platforming Unit and a Saturates Gas Plant were completed at our Chicago refinery and a Coking Unit was placed on stream at the Wood River plant.

Refinery thruput was down by 5,768 barrels per day from 1970, principally as a result of an extensive plant turnaround at the Chicago refinery and a costly fire in the refinery's Isomax Unit, both in the second quarter of 1971.

An encouraging note was the emergence of a large new wholesale market for sale of fuel oil to utilities which was prompted by a nationwide shortage of natural gas.

Continuing increases in crude oil costs were again evident in 1971 accompanied by a decline in the value of import quota tickets. During the latter half of the year Clark initiated direct processing of foreign crude oil to take advantage of newly available transportation routes, low tanker rates and lower non-domestic crude prices. Even with the economic advantages realized, average crude costs in 1971

were up considerably over 1970. In 1971 Clark imported 1,046,335 barrels of foreign crude for its own use and 2,865,552 barrels which were exchanged and processed by other companies.

Among the most potentially promising developments in our Company's history are the encouraging results of our exploration program. Following an Executive Committee decision in 1970 to shift emphasis from foreign exploration, Clark has made a commitment to an active program of participation in selected North American acreage.

In offshore Western Louisiana operations, design of a multiple well drilling and production platform has been completed and a contract awarded for construction for use on one of the nine tracts in which Clark holds interests. In September, 1971, Clark entered into an incentive agreement whereby the Company received $4.5 million advance payment in exchange for which a pipeline company received the right to purchase the major portion of our future gas production from the nine tracts. Our group is stepping up exploratory drilling in the offshore area with two drilling rigs under contract.

To acquire additional offshore acreage, Clark plans participation in future lease sales. We submitted bids in December, 1971, on a number of leases offshore Eastern Louisiana, however a court decision voided all bidding pending satisfaction of environmental considerations. We plan to participate in a sale of acreage offshore Southwestern Louisiana tentatively scheduled for May, 1972.

Prospects are also encouraging in the Arctic Islands where our interests were expanded in 1971. A major gas discovery was reported late in the year on Ellef Ringnes Island approximately one-half mile from some of Clark's acreage.

Our dividend policy in 1971 was maintained at a quarterly rate of 10 cents per share, for a total payout of 40 cents per share.

Interest costs increased by approximately $1.7 million for the year reflecting revised payment schedules, part of a new long-term refinancing program completed at mid-year. The new refinancing program stabilizes principal payments, replacing an accelerated payment plan. The Company's working capital position was strengthened as loan proceeds were used to retire bank notes and short-term indebtedness.

Looking ahead, we are hopeful that retail markets will show greater price stability in 1972. Our refineries should be at optimum operating capacity and industrial sales of wholesale products will continue to gain in importance. Finally, exploration programs of potentially far reaching impact could extend our operations to new levels of profitability in the years to come.

We are confident in our Company's ability to show an improvement. Current reverses in our succession of ever increasing plateaus of profitability must be considered temporary. The underlying resources and potential existing in our Company will bring more favorable results over the long run.

By Order of the Board of Directors

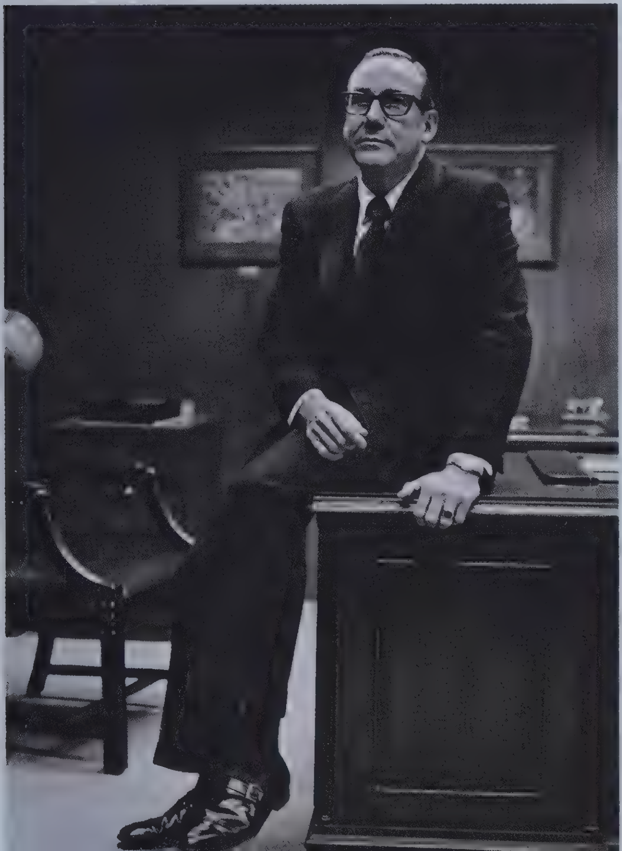
Emory T. Clark

Emory T. Clark, Chairman of the Board

Owen L. Hill

Owen L. Hill, President

February 22, 1972



Offshore Louisiana, Arctic Islands Exploration Prospects are Bright

The bright prospects that we feel are inherent in our interests in North American acreage have been enhanced in recent months. Affirming our optimism are three announced discoveries in close proximity to our acreage offshore Western Louisiana and a discovery within one-half mile of our acreage in the Arctic Islands.

Current exploratory activities are focused on these two very active petroleum provinces containing tremendously large reserves of oil and gas in areas of political stability.

In October, 1971, our group announced plans for an 18 well drilling and production platform on an undisclosed tract in offshore Louisiana. Design studies have been completed and construction contracts for the platform have been awarded. It is anticipated that this platform will be in place in the Fall of 1972, with drilling of the development wells to begin shortly thereafter. We are hopeful that the ordering of at least two additional platforms for other tracts may be justified by mid-year, 1972.

As a participant in a multi-company group, Clark holds interests averaging 16⅔ per cent in nine offshore tracts totaling 45,541 acres. Of the 15 exploratory wells drilled, one encountered an uncontrollable flow of gas, preventing further drilling, and one was abandoned at 4,600 feet, before reaching our main objective. Of the 13 wells with a reasonable penetration, seven were successful for a better than 50 per cent success ratio. The outcome of these wells remains confidential and cannot be reported at this time.

In February, 1972, our group commenced an exploratory program with the newly launched rig Penrod 61 under a two year contract. The rig is capable of drilling in 350 feet of water and is scheduled to drill on all of our tracts with the possible exception of the deeper waters of the south half of West Cameron Block 639.

General exploratory activity by the industry in the offshore area in 1971 showed a high 60 per cent discovery rate revealing the area to be gas prone. Our Company plans further participation in lease sales tentatively scheduled for 1972 in this extremely promising area.

The second major area of our exploratory activities is in the Sverdrup Basin of the Arctic Islands. Of acreage originally established 11 years ago, a 6.66 per cent interest in 3,744,308 acres related to prominent surface structures has been retained. Since the surface of this area is almost void of vegetation or soil cover, the geologic structures and probable associated oil traps are easily visible with some prominent structures covering areas of 50,000 acres or more.

This acreage was supplemented in 1971 by participation with three other companies in drilling two wells, earning our Company an additional four to five per cent interest in 715,183 acres. Drilling on Vanier Island has been suspended, but drilling continues on Prince Patrick Island.

In December, 1971, a gas discovery was reported by the Panarctic group on Ellef Ringnes Island, following earlier gas discoveries on King Christian and Melville Islands. This latest discovery is approximately one-half mile from a 26,054 acre permit in which Clark holds a 6.66 per cent interest. We also hold a 6.66 per cent interest in three permits totaling 154,683 acres approximately 18 miles northwest of the discovery. Indications are that a substantial portion of the prospect and a part of the gas accumulation underlies our permit. With the present level of activity increasing, we anticipate four or more wells to be drilled on or near our acreage in the Arctic this year.

Elsewhere in North America, new production of approximately 400 barrels per day through six wells was established in the Viewfield Area of Saskatchewan Province in the past year. Clark has a 50 per cent interest in three wells and 33⅓ per cent interest in the other three. We now have a working interest in eight oil wells and a royalty interest in one. We anticipate drilling another two or three wells in the first half of 1972.

Our major source of oil production continues to be Bagley Field, Lea County, New Mexico. Clark's 50 per cent share of the production is approximately 1,600 barrels per day. With the establishment of additional production zones and greater operating efficiency, we expect to maintain this level of production while increasing revenue.

In Louisiana, a gas discovery drilled in 1970 in the North Sunshine area was put on production in June, 1971. Clark has a 50 per cent interest in the well, which has average daily production of 1.3 million cubic feet of gas plus 45 barrels of condensate. Additional activity for the area is anticipated during the year. Our interests in gas and condensate production in Louisiana range from 20 to 50 per cent in a total daily production of 31 million cubic feet of gas and 700 barrels of condensate.

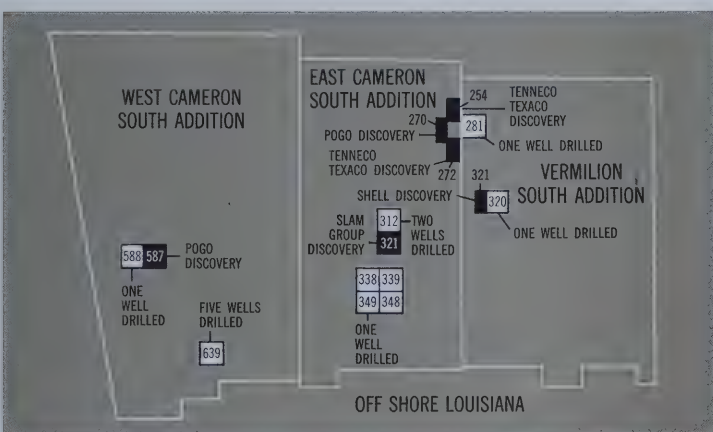
District exploration offices in Corpus Christi and Midland, Texas, were closed during the year. We are now overseeing the limited activity of these two districts more economically from our exploration office in Houston.

Our involvements have been substantially reduced in the politically less stable areas outside of North America. In Libya in the first half of 1971 we participated with our partners in the drilling of two dry holes on Block 119. We have no exploration plans for 1972. In December, 1971, we turned back our concession in Mozambique to the Portuguese government after having failed to establish any production from drilling onshore or offshore.

Exploratory activity remains possible in Brunei, on the Island of Borneo, over the coming year. In March, 1972, we will relinquish one half of our block to the Brunei Government, retaining the more favorable 225,000 acres. Proximity to two giant oil fields and the complex subsurface warrant a fuller evaluation.

Our 1972 exploration program will provide an opportunity to establish large oil and gas reserves in active and stable provinces. The magnitude of success by the industry in either the Gulf of Mexico or Arctic Islands could have a bearing on the future of the world energy market.

The newly launched offshore drilling rig Penrod 61 is under contract to our group for exploratory drilling offshore Louisiana. The self-elevating rig rises on its three legs to an above water drilling position.

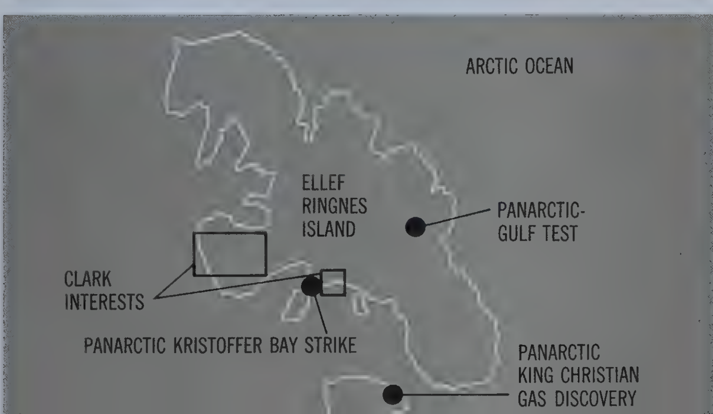


Legend

Clark's interests in the nine tracts offshore Western Louisiana obtained in a Federal auction December, 1970 are:

Block 281 — 25%
Block 312 — 20%
Block 320 — 15%
Block 338 — 15%
Block 339 — 15%
Block 348 — 15%
Block 349 — 15%
Block 588 — 15%
Block 639 — 15%

Other Company Exploration Activities



Preventive Measures are Implemented for Air, Water, and Noise Pollution

Achievements primarily contributing to operational efficiencies rather than increased capacity were made at our two refineries in 1971. While crude thruput for the year was down from 1970 thruput, we improved our manufacturing flexibility and environmental control.

Major additions to the physical plants completed and placed on stream in 1971 were a Platforming Unit and Saturates Gas Plant at our Chicago refinery and Coking Unit at the Wood River refinery. The 13,000 barrel per day Coker allows flexibility to change the yield structure of the plant as market conditions warrant. The Coker gives us the opportunity to either sell #6 fuel oil or use it to produce gasoline, #2 oil, and metallurgical coke.

The new units complete a four year expansion program at both refineries. No substantial investment is scheduled for 1972 due in part to uncertainty over an impending decision by the Environmental Protection Agency concerning a time schedule for removal of lead from at least one gasoline grade and establishment of national standards regulating the amount of lead in the air.

Because our refineries have been designed for a high percentage production of premium gasoline, we believe we are in good position to respond to whatever the ultimate governmental decision with regard to lead removal may be.

Production in 1971 at the Chicago refinery was severely disrupted early in the year by a fire in the plant's Isomax Unit coupled with a scheduled shutdown for normal repairs at the refinery. At Wood River the planned yield was revised downward to balance depressed markets at mid-year. Increased capacity and demand are expected to push total gasoline output in 1972 to over 1,200,000,000 gallons.

A tendency toward somewhat excess capacity in the industry as a whole has been one factor leading to retail price wars. In recent years, investment in new refining capacity has declined and eventually a better balance of supply and demand will result.

In a departure from past practice, Clark exercised direct use of a portion of its foreign oil import rights in 1971 by processing shipments of foreign crude at Wood River. Previously we had exchanged our entire import quotas, other than Canadian quotas, for domestic crude of suitable quality. We are continuing to import Canadian crude oil for processing in our Chicago refinery. With the Capline pipeline system available for transportation of foreign crude from the Gulf Coast into Midwestern refineries, Clark has established a viable alternative to dependence on domestic crude oil. Foreign crude will be processed directly whenever economic advantages can be realized.

Long a concern of our manufacturing department, environmental protection has come into prominence in recent years. Working closely with regulatory agencies and environmental consultants, our engineers have implemented effective measures to combat problems of air, water and noise pollution. Diversion of refinery waste water from the Cal-Sag Channel to the Chicago Sanitary District treatment system was completed during the year and noise mufflers were placed on plant process heaters in the Chicago refinery. An Air Flotation Unit installed at Wood River has improved the quality of water released to the Mississippi River. Both refineries and Clark Chemical plants have anticipated and are complying with Federal and local environmental quality standards.

Ecological considerations are partly responsible for key new markets opening up for our refinery sales department. New power plants must meet a federally imposed limitation of 0.7 per cent sulphur content in the fuel they burn. Cleaner burning properties of low sulphur fuel oil as well as the acute shortage of natural gas have led to sales contracts of large quantities of fuel oil to utilities and industrial accounts. These important markets represent a shift in emphasis from sales principally to oil jobbers. The financial effect of this new market is somewhat dependent on Phase II price ceilings.

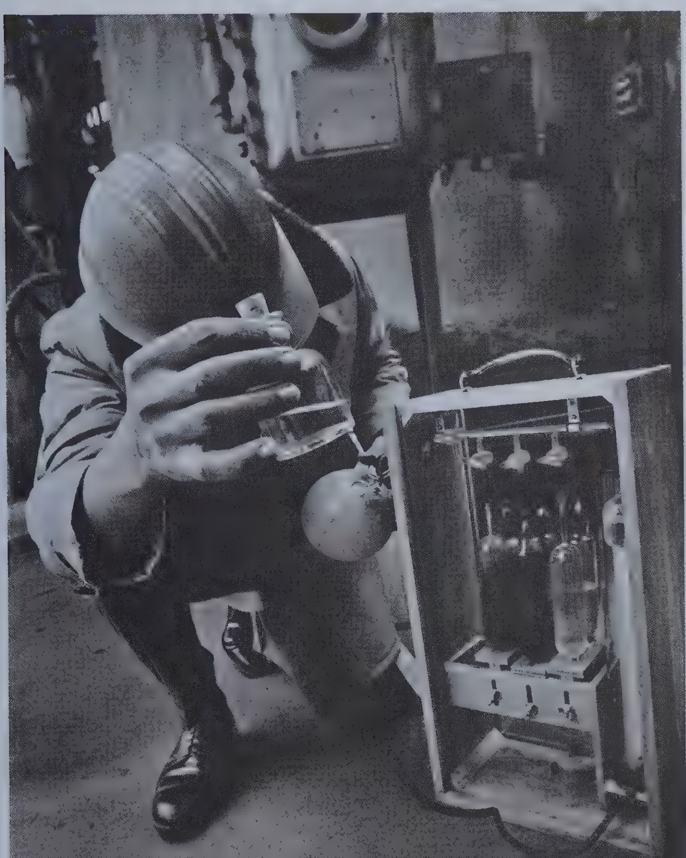
In our chemical operations an expansion of the phenol plant produced record output but the depressed state of chemical prices acted to reduce profitability. An improvement in chemical sales is expected to accompany an easing of the current economic recession in the months ahead.

Photos: left to right.

Using an Octave Band Noise Analyzer, refinery personnel regularly check the noise level in the residential neighborhood near our Chicago refinery.

Water samples are taken from the Cal-Sag Channel bordering the Chicago refinery and regularly analyzed for quality.

Stack gases from refinery process heaters are routinely monitored.



Regular Grade Sales are Strong in First Year of Availability

The past year in retail marketing marked the beginning of a period of transition for our Company as the groundwork was laid for meeting new challenges and changes developing in our industry.

In the first half of the year Clark completed introduction of regular grade gasoline into all of our service stations, assuming for the first time the role of a two grade marketer. The addition of regular gasoline into our previously single premium grade service stations was dictated by lower octane fuel requirements of 1971 and later model automobiles, and a general consumer trend toward smaller automobiles.

Consistent with a national pattern, Clark premium sales declined to a level substantially below 1970 results. At the same time, however, our new regular gained steadily in acceptance and registered a strong sales record. Regular grade sales are at the expense of a lower realized retail price, thereby reducing income from sales.

The petroleum industry is in a state of uncertainty concerning requirements for removal of lead additives from gasoline. We expect some clarification of the subject in the near future when the federal Environmental Protection Agency issues regulations covering the phase-out. Our manufacturing facilities have been constructed with an emphasis on octane producing capabilities, which we believe will place us in an excellent position to adapt quickly to new standards regarding lead content.

Throughout much of the past year, retail price wars plagued our major marketing areas. Heightening the industry's competitive nature, various market forces including a mood of price consciousness, major marketers' secondary brands, and the appearance of discount chains' service stations acted to depress gasoline prices. In response, in the third quarter Clark began a cost reduction program by eliminating trading stamps, suspending advertising, and slowing the rate of service station expansion.

Responding to a competitive pricing program and the advent of our traditionally strong winter season, service station sales showed impressive increases in November and December above corresponding 1970 sales.

Demand for gasoline overall in the United States is expected to increase by about 5.4 per cent compared to an average increase of 4.0 per cent for the year 1971.

While 1971 was characterized by an emphasis on price, we also began planning and implementing test programs using various marketing approaches to keep abreast of industry developments and changing market preferences.

Among the marketing methods initiated in 1971 are self service stations, several of which were opened late in the year in Wisconsin, Missouri and Kentucky. The self service approach is gaining acceptance in parts of the United States. In return for pumping their own gasoline, customers pay generally lower prices than those charged at full service stations. State and local ordinances currently outlaw the practice of self service in many Midwestern states.

In other areas of development, a new station design featuring canopies over the gasoline pumps not only adds distinction to our new station appearance, but also lowers the cost of station construction. Localized promotional programs, generally involving free giveaways, are being tested. Also under consideration are car washes and employment of commission agents, or commissioned managers to operate a station.

Clark entered the Louisville, Kentucky, market in 1971 with 12 stations and one in Western Pennsylvania thereby continuing our easterly thrust in new station construction. Louisville represents a sizable new market for Clark with a population of more than 800,000 in its metropolitan area.

As of December 31, 1971, our retail network included 1,750 Clark and Owens service stations in a 13-state area. Expansion plans for 1972 call for 100 new Clark stations, all to be of the new design. Many of these new stations will be concentrated in Eastern Ohio, Western Pennsylvania and Kentucky, expanding our market saturation in these populous areas. A new marketing district office is scheduled to open in Louisville by July of 1972.

Our Owens Oil division turned in an impressive performance in spite of 1971's difficult conditions. Owens, with 172 stations, recorded an increase of 19.3 per cent in sales volumes over 1970. A 122 station chain when purchased in January, 1969, Owens presently accounts for approximately 12.7 per cent of our total retail sales.

Beginning late in 1971 and early 1972, Clark opened seven self service stations in three states. This station, in Danville, Kentucky, illustrates our new station appearance with canopies over the gasoline pumps.

Board of Directors
Emory T. Clark, Chairman of the Board
Owen L. Hill, President
George W. Jandacek, Executive Vice President
I. H. Dawes, Chairman of Executive Committee
Ray Carter, Petroleum Consultant
Milo F. Snyder, Vice President, Loewi & Co. Inc.
George T. Wormley, Vice President, Secretary and General Counsel

Officers
Emory T. Clark, Chairman of the Board
Owen L. Hill, President
George W. Jandacek, Executive Vice President
I. H. Dawes, Chairman of Executive Committee
George T. Wormley, Vice President, Secretary and General Counsel
Kenneth J. Palmer, Vice President, Retail Marketing
Paul J. Sheedy, Vice President, Manufacturing
Glenn Willis, Vice President, Crude Oil Supply and Transportation
Gerry S. Harris, Vice President, Refinery Sales
John A. Bruss, Vice President, Finance and Treasurer
John W. Skelly, Vice President, Exploration and Production
Roger R. Clark, Vice President, Product Supply and Distribution
Carl B. Archibald, Controller

Legal Counsel
Whyte, Hirschboeck, Minahan
Harding and Harland
Milwaukee, Wisconsin

Auditors
Ernst & Ernst
Milwaukee, Wisconsin

Stock Transfer Agencies
Marshall & Ilsley Bank
Milwaukee, Wisconsin
Chase Manhattan Bank
New York, New York

Registrars
Marine National Exchange Bank
Milwaukee, Wisconsin
First National City Bank
New York, New York

Common Stock
Listed on the New York Stock Exchange
Symbol CKO

Annual Meeting
May 1, 1972, 3:00 P.M.
Milwaukee, Wisconsin
Performing Arts Center

Statements of Changes in Consolidated Financial Position
Clark Oil & Refining Corporation and Subsidiaries

	1971	1970
Funds Provided		
Net income	$ 3,568,000	$10,832,000
Expenses (income) not involving funds:		
Depreciation, depletion and amortization	10,861,000	7,484,000
Deferred income taxes	1,007,000	684,000
Equity in affiliates, less dividends received	(722,000)	(161,000)
From operations	14,714,000	18,839,000
Additional long-term debt	12,290,000	27,637,000
Advance on gas incentive contract	4,500,000	
Disposals of property, plant, and equipment	1,948,000	434,000
Other changes — net	(226,000)	283,000
Total Funds Provided	33,226,000	47,193,000
Funds Used		
Additions to property, plant, and equipment	13,232,000	45,196,000
Decrease in long-term debt	5,158,000	4,600,000
Cash dividends paid	2,847,000	2,847,000
Total Funds Used	21,237,000	52,643,000
Increase (Decrease) in Working Capital	$11,989,000	($ 5,450,000)
Changes in Components of Working Capital		
Increase (decrease) in current assets:		
Cash	$ 1,025,000	$ 657,000
Trade receivables	1,122,000	(250,000)
Inventories	(3,107,000)	5,025,000
Prepaid expenses and other current assets	6,539,000	(575,000)
Increase in Current Assets	5,579,000	4,857,000
(Increase) decrease in current liabilities:		
Notes payable to bank	6,000,000	(6,000,000)
Accounts payable and accrued liabilities	(638,000)	(1,662,000)
Federal and state income taxes	1,626,000	(550,000)
Long-term debt due within one year	(578,000)	(2,095,000)
(Increase) Decrease in Current Liabilities	6,410,000	(10,307,000)
Increase (Decrease) in Working Capital	$11,989,000	($ 5,450,000)

See notes to consolidated financial statements.

Statements of Consolidated Income and Retained Earnings
Clark Oil & Refining Corporation and Subsidiaries

	1971	1970
Income:		
Net sales and operating revenue	$267,008,000	$269,983,000
Dividends, interest, and other	8,567,000	7,020,000
	275,575,000	277,003,000
Costs and expenses:		
Crude oil, products, materials, and operating expenses	228,973,000	214,910,000
Selling, administrative, and general expenses	22,916,000	26,404,000
Exploration expenses including non-productive wells	3,000,000	5,359,000
Depreciation, depletion, and amortization	10,861,000	7,484,000
Interest	4,377,000	2,689,000
Income taxes — Note G	1,880,000	9,325,000
	272,007,000	266,171,000
Net Income (per share* $.50 — 1971; $1.52 — 1970)	3,568,000	10,832,000
Retained earnings at beginning of year — Note B	62,990,000	55,005,000
	66,558,000	65,837,000
Cash dividends (per share $.40 — both years)	2,847,000	2,847,000
Retained Earnings at End of Year	$ 63,711,000	$ 62,990,000

*Based on weighted average of common shares outstanding (1971 — 7,118,259; 1970 — 7,117,083) — the effect of common stock equivalents is not material.

See notes to consolidated financial statements.

Notes to Consolidated Financial Statements
Clark Oil & Refining Corporation and Subsidiaries
December 31, 1971

Note A — Certain Accounting Practices and Principles

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries (wholly-owned).

Intangible drilling and development costs on productive wells are capitalized on the books and amortized at the rate of 50% the first year with the balance amortized over a ten-year period and on nonproductive wells are charged against income as incurred.

Acquisition costs of undeveloped oil properties are capitalized and generally amortized over a five year period. The productive portion of such costs is amortized on the unit of production method.

Depreciation of plant and equipment (other than oil and gas production properties) is determined generally on a straight-line basis over the estimated useful lives of the assets.

Provisions have been made for deferred federal income taxes arising from timing differences between book and tax income (principally the excess of accelerated over straight-line depreciation). In accordance with current industry practice no provision has been made for permanent differences between book and tax income such as those created by the tax deduction of percentage depletion or intangible drilling costs as incurred.

NOTE B — Investments

The Company on January 1, 1971 (retroactive to January 1, 1970) adopted the equity method of accounting for its investments in certain corporations (owned 33% to 50%). Under this method, equity in the earnings or losses of these corporations is reflected currently in the Company's earnings (1971 — $1,085,000) rather than when realized through dividends (1971 — $363,000). The effect on net income after taxes in 1971 was an increase of $693,000 ($.10 a share). The Company's investments in these corporations have been adjusted to reflect its equity in their reported shareholders' equity. The financial statements for 1970 have been restated to a comparable basis by an increase of $161,000 ($.02 a share) in net income from that previously reported and a decrease in consolidated retained earnings at January 1, 1970, of $975,000, representing the amount that the Company's investment exceeded the equity in the net assets of these corporations at that date.

Consolidated Balance Sheets
Clark Oil & Refining Corporation and Subsidiaries

Assets	December 31 1971	1970
Current assets:		
Cash	$ 11,267,000	$ 10,242,000
Trade receivables, less allowances (1971 — $150,000; 1970 — $125,000)	16,897,000	15,775,000
Inventories — at lower of cost (first-in, first-out method) or market:		
Refined products	14,621,000	14,236,000
Crude oil	7,126,000	10,330,000
Materials and supplies	1,546,000	1,834,000
	23,293,000	26,400,000
Prepaid expenses and other curent assets	15,182,000	8,643,000
Total Current Assets	66,639,000	61,060,000
Investments and other assets — Note B	5,062,000	4,112,000
Property, plant, and equipment — on the basis of cost — Notes A, C, and H:		
Refining and petrochemical	100,833,000	94,060,000
Pipelines and storage terminals	13,241,000	10,506,000
Marketing	23,349,000	21,333,000
Production	18,841,000	22,360,000
Other	1,980,000	1,593,000
	158,244,000	149,852,000
Less allowances for depreciation, depletion, and amortization	50,995,000	43,025,000
	107,249,000	106,827,000
	$178,950,000	$171,999,000

Liabilities and Shareholders' Equity	December 31 1971	1970
Current liabilities:		
Notes payable to bank		$ 6,000,000
Accounts payable and accrued liabilities	$ 35,940,000	35,302,000
Federal and state income taxes	895,000	2,521,000
Long-term debt due within one year	5,123,000	4,545,000
Total Current Liabilities	41,958,000	48,368,000
Long-term debt — Note C	51,632,000	44,499,000
Advance on gas incentive contract — Note D	4,500,000	
Deferred federal income taxes — Note A	3,655,000	2,648,000
Shareholders' equity — Notes C and F:		
Common Stock, par value $1 a share:		
Authorized — 10,000,000 shares		
Issued — 7,120,432 shares	7,120,000	7,120,000
Additional paid-in capital	6,457,000	6,457,000
Retained earnings	63,711,000	62,990,000
	77,288,000	76,567,000
Less Common Stock in treasury, at cost — 2,173 shares	83,000	83,000
Total Shareholders' Equity	77,205,000	76,484,000
	$178,950,000	$171,999,000

See notes to consolidated financial statements.

Note C — Long-Term Debt

	December 31 1971	1970
Notes payable, secured by mortgages on certain refining, petrochemical, and pipeline facilities:		
To bank — ½ of 1% over prime rate	$27,860,000	$32,800,000
To institutions — 8¾ %	25,000,000	
Commitments on off-shore oil and gas leases		9,340,000
5¼ % to 6½ % Notes payable, principally to financial institutions, maturing in installments to 1986, secured by mortgages on certain terminals, a resin plant, and service stations	3,495,000	4,004,000
7% Note due in 1972 (paid in 1971)		2,500,000
5¾ % Note due in 1972	400,000	400,000
	56,755,000	49,044,000
Less current maturities	5,123,000	4,545,000
	$51,632,000	$44,499,000

The notes payable to a bank are repayable in quarterly installments of $1,070,000 from September 15, 1971 through March 15, 1978 with a final payment of $1,110,000 on June 15, 1978. The notes payable to institutions are repayable in quarterly installments of $780,000 from September 15, 1978 through March 15, 1986 with the balance of $820,000 due June 15, 1986. The notes to banks and institutions are covered by loan agreements which provide, among other things, for the maintenance of net current assets of $15,000,000, and restrict cash dividends on and acquisitions of the Company's Common Stock. At December 31, 1971, retained earnings of approximately $11,707,000 were not so restricted.

Note D — Advance on Gas Incentive Agreement

The $4,500,000 advance received from a gas pipe line company will be repaid from the future proceeds of production from the Company's interests in off-shore Louisiana leasehold tracts, any unpaid balances to be repaid in cash no later than September 22, 1978.

Note E — Pension Plans

The Company has pension plans covering substantially all qualifying employees. Pension expense ($950,000 — 1971 and $671,000 — 1970) includes amortization of prior service costs. The Company's policy is to fund pension cost as accrued. The actuarially computed value of vested benefits for the plans as of their latest valuation dates was fully funded.

Note F — Shareholders' Equity

In 1969, the shareholders approved a qualified stock option plan under which 150,000 shares of Common Stock were reserved. The options (which can be granted at any time until December 31, 1973) are exercisable over a five-year term from date of grant at 100% of market price at date of grant. In 1969 options for 106,500 shares at $51.75 per share were granted. During 1971 options for 5,000 shares were surrendered leaving, at December 31, 1971, outstanding options for 101,500 shares (50,750 of which were exercisable). In addition, options for 38,000 shares were granted in August 1971 at $16.625 per share. At December 31, 1971 all of these options were outstanding (none exercisable) and options for 10,500 shares were available for granting. Under another qualified stock option plan, options for 1,800 shares were exercised in 1970 at $10.00 per share. At December 31, 1970, all options granted under this plan had been exercised. The excess of the option price over the par value of the shares issued has been credited to additional paid-in capital.

There were no changes in Common Stock or additional paid-in capital in 1971 and the only change in 1970 in addition to the exercise of stock options, was a purchase of 310 shares of treasury stock for $10,000.

Note G — Income Taxes

The provisions for income taxes consisted of the following:

	1971	1970
Current federal	$ 833,000	$ 8,041,000
Deferred federal	1,007,000	684,000
States	40,000	600,000
	$ 1,880,000	$ 9,325,000

The investment tax credit is recorded on the flow-through method as a reduction of current federal income tax expense. The credits for 1971 and 1970 were $115,000 and $500,000, respectively.

Note H — Commitments and Contingencies

The Internal Revenue Service has proposed additional income tax assessments, relating principally to depreciable and amortizable assets, approximating $1,500,000 against the Company and subsidiaries for the years 1965 through 1967. The Company has protested the assessments and, in the opinion of management, final settlement of the issues involved will have no material effect on the financial condition or the results of operation of the Company.

The Company leases numerous properties (principally retail gasoline service stations) for terms expiring up to twenty years. The aggregate rentals for these properties amounted to approximately $9,700,000 in 1971 and 1970.

Annual rentals on properties leased for periods of three years or more will aggregate approximately $10,500,000 for 1972 through 1975 and decreasing amounts thereafter.

Report of Independent Public Accountants

Board of Directors
Clark Oil & Refining Corporation
Milwaukee, Wisconsin

We have examined the consolidated balance sheets of Clark Oil & Refining Corporation and subsidiaries as of December 31, 1971 and 1970, and the related statements of consolidated income and retained earnings and changes in consolidated financial position for the years then ended. Our examinations were made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the accompanying statements identified above present fairly the consolidated financial position of Clark Oil & Refining Corporation and subsidiaries at December 31, 1971 and 1970, and the consolidated results of their operations, changes in shareholders' equity, and changes in financial position for the years then ended, in conformity with generally accepted accounting principles applied on a consistent basis after giving retroactive effect to the change (which we approve) in accounting for investments as described in Note B to the financial statements.

ERNST & ERNST

Milwaukee, Wisconsin
February 11, 1972

Ten-Year Summary (dollars in thousands of dollars)
Clark Oil & Refining Corporation and Subsidiaries

Financial	1971	1970	1969	1968	1967
Sales and other revenues (including purchased crude oil)	**$ 275,575**	$ 277,003	$ 283,386	$ 243,543	$ 175,167
Net income	**$ 3,568**	$ 10,832	$ 12,364	$ 11,758	$ 11,541
Net income per share of common stock, based on the shares outstanding at the end of 1971	**$0.50**	$1.52	$1.74	$1.65	$1.62
Cash dividends declared per share on common stock*	**$0.40**	$0.40	$0.40	$0.32½	$0.30
Working Capital (current assets less current liabilities)	**$ 24,681**	$ 12,692	$ 18,142	$ 12,239	$ 14,868
Long-term debt (includes portion in current liabilities)	**$ 56,755**	$ 49,044	$ 23,913	$ 16,352	$ 18,693
Common Stockholders' Equity	**$ 77,205**	$ 76,484	$ 68,490	$ 59,028	$ 49,375
Book value per share of common stock*	**$10.85**	$10.74	$9.62	$8.29	$6.96
Shares of common stock outstanding at end of year*	**7,118,259**	7,118,259	7,116,769	7,116,394	7,096,638
Common stock shareholders at year end — number	**10,473**	9,154	8,512	6,726	6,429
Property, plant and equipment — gross	**$ 158,244**	$ 149,852	$ 105,837	$ 87,667	$ 74,447
Property, plant and equipment — net	**$ 107,249**	$ 106,827	$ 69,548	$ 57,532	$ 50,136
Expenditures for property, plant and equipment	**$ 13,232**	$ 45,196	$ 19,847	$ 14,030	$ 14,436
Depreciation, depletion and amortization	**$ 10,861**	$ 7,484	$ 6,964	$ 6,463	$ 4,709

Operating					
Refined products sold:					
Total barrels (in thousands)	**33,849**	35,132	38,670	34,398	23,566
Daily average — barrels	**92,738**	96,252	105,944	93,984	64,566
Chemical products sold:					
Total pounds (in thousands)	**135,076**	107,513	110,288	97,936	62,798
Crude oil processed at refineries:					
Total barrels (in thousands)	**32,656**	34,761	35,643	33,683	23,523
Daily average — barrels	**89,467**	95,235	97,652	92,030	64,447
Employees at year end — number	**1,278**	1,428	1,600	2,011	1,520

*Adjusted to reflect two-for-one stock splits effective April 1, 1966 and November 29, 1968.

1966	1965	1964	1963	1962
$ 155,821	$ 140,931	$ 104,801	$ 90,957	$ 84,386
$ 9,573	$ 8,646	$ 2,135	$ 1,528	$ 52
$1.35	$1.21	$0.30	$0.21	$0.01
$0.17½	$0.16¼	$0.06¼	—	—
$ 10,478	$ 10,523	$ 7,878	$ 8,353	$ 8,303
$ 12,649	$ 12,014	$ 14,351	$ 15,907	$ 8,591
$ 39,742	$ 31,349	$ 23,653	$ 21,967	$ 20,467
$5.68	$4.49	$3.43	$3.19	$2.96
7,001,330	6,980,224	6,888,252	6,890,528	6,904,928
6,174	4,732	4,433	4,466	4,733
$ 62,652	$ 50,291	$ 46,166	$ 44,561	$ 34,596
$ 40,388	$ 31,080	$ 28,200	$ 28,457	$ 20,297
$ 13,213	$ 6,308	$ 2,907	$ 10,216	$ 1,452
$ 3,569	$ 3,088	$ 3,050	$ 2,538	$ 2,250
20,475	18,089	15,661	13,214	12,359
56,095	49,559	42,906	36,203	33,860
68,135	41,205	23,629	—	—
17,393	14,583	12,614	12,209	11,416
47,651	39,953	34,559	33,449	31,276
1,515	1,340	1,000	1,000	1,600

Clark Oil & Refining Corporation and Wholly-Owned Subsidiaries

Canadian Clark Oil Ltd.
Clark Brunei Oil & Refining Corporation
Clark Chemical Corp.
Clark Mozambique Oil Company
Clark Pipe Line Company
Clark Oil Producing Co.
Greenfield Enterprises, Inc.
Libyan Clark Oil Company

Principal Offices

General Offices

8530 W. National Avenue, Milwaukee, Wisconsin 53227

Crude Oil Supply and Transportation Division

1906 Southland Center, Dallas, Texas 75201
2626 Humble Building, 800 Bell Avenue, Houston, Texas 77002

District Sales Offices

Brainerd: Box 523, O'Brien Center, Brainerd, Minnesota 56401
Cedar Rapids: 619-20th Avenue, S.W., Cedar Rapids, Iowa 52404
Chicago North: 5437 N. Milwaukee Avenue, Chicago, Illinois 60630
Chicago South: 6101 S. Pulaski Road, Chicago, Illinois 60629
Cincinnati: 2859 Banning Road, Cincinnati, Ohio 45239
Cleveland: 10346 Brecksville Road, Brecksville, Ohio 44141
Columbus: 5900 N. High Street, Worthington, Ohio 43085
Dearborn: 8000 S. Beech Daly Road, Taylor, Michigan 48181
Detroit: 1621 E. Ten Mile Road, Royal Oak, Michigan 48067
Ft. Wayne: 7220 S. Anthony, Ft. Wayne, Indiana 46816
Green Bay: 1445 Bylsby Avenue, Green Bay, Wisconsin 54306
Hammond: 1020-141st Street, Hammond, Indiana 46320
Indianapolis: West 30th Street, Clermont, Indiana 46119
Kansas City: 6865 W. State, Kansas City, Kansas 66102
Marshall: U.S. Highway 27-South, Marshall, Michigan 49068
Milwaukee: 8530 W. National Avenue, Milwaukee, Wisconsin 53227
Peoria: U.S. Highway 24-South, Hollis Township, Illinois 61607
Rockford: 3416 S. Alpine Road, Rockford, Illinois 61109
Saginaw: 6860 Gratiot, Saginaw, Michigan 48602
St. Louis: 1403 Chambers Road, St. Louis, Missouri 63135
St. Paul: 506 Randolph Avenue, St. Paul, Minnesota 55102
Youngstown: 689 McCartney Road, Campbell, Ohio 44405

Exploration and Production Division

2626 Humble Building, 800 Bell Avenue, Houston, Texas 77002
Suite 2030, 1010 Common Street, New Orleans, Louisiana 70112
540 Fifth Avenue, S.W., Calgary, Alberta, Canada

Marine Terminals

New Orleans: Box 517, Marrero, Louisiana 70072
Peoria: U.S. Highway 24-South, Hollis Township, Illinois 61607
St. Paul: 506 Randolph Avenue, St. Paul, Minnesota 55102

Owens Oil Service Stations

Quad Cities: Unit #4 North West Shop, 1414 W. Locust Street, Davenport, Iowa 52804
Bloomington: P.O. Box 821, Bloomington, Illinois 61701
Battle Creek: 131 E. Columbia Avenue, Battle Creek, Michigan 49015

Chemical Sales Offices

Main Street, Tewksbury, Mass. (Main Office) 01876
Chicago: 131st and Kedzie Avenue, Blue Island, Illinois 60406
550 Fifth Avenue, New York, New York 10036

Pipeline Terminals

Cleveland: 10346 Brecksville Road, Brecksville, Ohio 44141
Dearborn: 8000 South Beech Daly Road, Taylor, Michigan 48181
Green Bay: 1445 Bylsby Avenue, Green Bay, Wisconsin 54306
Indianapolis: West 30th Street, Clermont, Indiana 46119
Marshall: U.S. Highway 27-South, Marshall, Michigan 49068
Milwaukee: 9451 N. 107th Street, Milwaukee, Wisconsin 53224

Pumping Station

Hammond: 1020-141st Street, Hammond, Indiana 46320

Refineries

Chicago: 131st and Kedzie Avenue, Blue Island, Illinois 60406
Wood River: North Side Hawthorne Street, Hartford, Illinois 62048

Refinery Sales Office

Milwaukee: 8530 W. National Avenue, Milwaukee, Wisconsin 53227

In our Chicago Technical Center, a chemist examines cultures of water samples from the Cal-Sag Channel.

7. SUBSIDIARY AND ASSOCIATED COMPANIES

Name of Company	State or Country of Incorporation	Percentage Owned by Corporation	Principal Activity or Business
Greenfield Enterprises, Inc. (a)	Wisconsin	100	Real Estate
Clark Pipe Line Company	Delaware	100	Transportation
Clark Oil Producing Co.	Delaware	100	Exploration and Production
Clark Chemical Corp.	Massachusetts	100	Chemical Manufacture
Clark Oil Producing Ltd.	Canada	100	Exploration and Production
Clark Middle East Oil Corporation	Delaware	100	Exploration (Inactive)
Clark Brunei Oil & Refining Corporation	Delaware	100	Exploration
Libyan Clark Oil Co.	Delaware	100	Exploration
Clark Mozambique Oil Co.	Delaware	100	Exploration (Inactive)
Brixham Corporation	Indiana	49	Real Estate Holding
Dartmoor Corporation	Delaware	49	Real Estate Holding
Cornwall Properties, Inc.	Delaware	45	Real Estate Holding
Clark-Owens Oil Corp.	Indiana	49	Real Estate Holding
Clark Estoril Corp.	Delaware	49	Real Estate Holding
Clark Palma Corp.	Delaware	49	Real Estate Holding
Southcap Pipe Line Company	Delaware	50	Petroleum Transportation
Chicap Pipe Line Company	Delaware	33.2	Petroleum Transportation
Gravcap, Inc.	Delaware	12.5	Crude Oil Gravity Adjustment
West Shore Pipe Line Company	Delaware	8	Petroleum Transportation
Wolverine Pipe Line Company	Delaware	11	Petroleum Transportation

(a) Greenfield Enterprises, Inc. owns all the common stock in Second Knights Bridge Properties, Inc. and Third Knights Bridge Properties, Inc., which are two real estate holding companies incorporated in the State of Indiana.

8. FUNDED DEBT

	June 30, 1972
Notes payable, secured by mortgages on certain refining, petrochemical, and pipeline facilities:	
To bank — ½ of 1% over prime rate	$25,720,000
To institutions — 8¾%	25,000,000
5¼% to 6½% Notes payable, principally to financial institutions, maturing in installments to 1986, secured by mortgages on certain terminals, a resin plant, and service stations	3,239,102
5¾% Note due in 1972	400,000
	$54,359,102
Less current maturities	5,123,710
Long-Term Debt	$49,235,392

The notes payable to a bank are repayable in quarterly installments of $1,070,000 from September 15, 1972, through March 15, 1978, with a final payment of $1,110,000 on June 15, 1978. The notes payable to institutions are repayable in quarterly installments of $780,000 from September 15, 1978, through March 15, 1986, with the balance of $820,000 due June 15, 1986.

9. OPTIONS, UNDERWRITINGS, ETC.

The Corporation's 1969 Qualified Stock Option Plan ("Plan") approved by its Board of Directors and Stockholders became effective May 5, 1969. The Plan authorizes granting to principal executive and officer employees of the Corporation options to purchase common stock of the Corporation. No employee will be eligible who owns, directly or indirectly, stock having more than 5% of the total voting power or value of all classes of stock of the Corporation. A maximum of 150,000 shares of the common stock of the Corporation was reserved for the Plan.

No option may be exercised prior to one year nor after five years from the date of grant. Generally, the option will be exercisable with respect to one quarter (¼) of the number of shares optioned, after one year from the date of issuance, and an additional one quarter (¼) will be exercisable upon the expiration of each six-month period thereafter. The purchase price of shares upon exercise will be no less than the fair market value of the shares on the date of grant.

In the event of termination of employment other than by reason of death, the optionee will have three months in which to excise the option, but only for the installments that had accrued at date of termination. In the event of death, the full number of shares optioned, to the extent not theretofore exercised, may be exercised within two (2) years from the date of such death, but no later than five (5) years from the date of issuance of the option. No option is assignable or transferable otherwise than by will or by the laws of descent and distribution and may be exercised during the lifetime of the optionee only by him.

Since these are intended to be "qualified stock options", they cannot be exercised while higher-priced options are unexercised and they must be held for three years after exercise to secure long-term capital gain treatment. The Corporation will not be entitled to any tax deduction by reason of the issuance or exercise of the options granted under the Plan and only the actual price paid under the options will be considered to have been received by the Corporation for shares issued under the Plan.

On June 30, 1972, shares under option were as follows:

Year Option Granted	Option Price Per Share	Number of Shares Unissued	Total Option Price
1969	$51.75	101,500	$5,252,625.00
1971	16.625	38,000	631,750.00

There are no underwriting agreements nor sale agreements outstanding with respect to any unissued shares or any issued shares held for the benefit of the Corporation.

10. LISTING ON OTHER STOCK EXCHANGES

The common stock of the Corporation has been listed on the New York Stock Exchange since May 2, 1966, and it is not listed on any other stock exchanges. No other securities of the Corporation or the Corporation's subsidiaries or controlled companies are listed on any other stock exchanges.

11. STATUS UNDER SECURITIES ACTS

On May 2, 1966, the Corporation listed 3,528,358 shares of its common stock on the New York Stock Exchange pursuant to the United States Securities Exchange Act of 1934. On May 6, 1966, the Corporation filed with the United States Securities and Exchange Commission Form 8-C, Application for Registration on a National Stock Exchange Pursuant to Section 12(b) of the Securities Exchange Act of 1934, registering all its outstanding common stock as of December 31, 1965. A Form S-7 Registration Statement for 502,640 shares of common stock of the Corporation was filed with the United States Securities and Exchange Commission under the Securities Act of 1933 in a secondary stock offering by certain selling shareholders of the Corporation's common stock, which offering was held March 9, 1971.

Pursuant to Section 13 of the Securities Exchange Act of 1934, Form 10-K reports have been filed each year by the Corporation with the Securities and Exchange Commission, Washington, D.C. Copies of the reports for each of the years 1967, 1968, 1969, 1970 and 1971, have been filed with the Secretary of The Toronto Stock Exchange and are available for inspection.

Since no offering is being made in Canada, registration or filing with the Ontario Securities Commission is not required.

12. FISCAL YEAR

The fiscal year of the Corporation ends on the thirty-first day of December.

13. ANNUAL MEETING

The Annual Meeting of the Shareholders of the Corporation is held each year on the first Monday of May at a time and place, either within or without the State of Wisconsin, to be fixed annually by the Board of Directors. If no such designation is made, the place of the Annual Meeting is the registered office of the Corporation in the State of Wisconsin. The Annual Meeting for the year 1972 was held on May 1, 1972, at Milwaukee, Wisconsin.

14. PRINCIPAL OFFICE

The Corporation's principal office is located at 8530 West National Avenue, Milwaukee, Wisconsin 53227.

15. TRANSFER AGENTS

The Transfer Agents of the Corporation are:

Crown Trust Company, 302 Bay Street, Toronto 1, Ontario.

The Chase Manhattan Bank N.A., 1 New York Plaza, New York, New York 10015.

Marshall & Ilsley Bank, 721 North Water Street, Milwaukee, Wisconsin 53201.

Stock certificates are mutually interchangeable.

16. TRANSFER FEE

No fee is charged for the transfer of common stock of the Corporation other than customary stock transfer taxes.

17. REGISTRARS

The Corporation's Registrars are:

National Trust Company, Limited, 21 King Street East, Toronto 1, Ontario.

First National City Bank, 55 Wall Street, New York, New York 10015.

Marine National Exchange Bank, One Marine Plaza, Milwaukee, Wisconsin 53201.

18. AUDITORS

The auditors of the Corporation are Ernst & Ernst, 735 North Water Street, Milwaukee, Wisconsin 53202.

19. OFFICERS

Name	Home Address	Office and Principal Occupation During Past Five Years
Emory T. Clark	1505 Greenway Terrace Elm Grove, Wisconsin 53122	Chairman of the Board
Owen L. Hill	1935 Arrowhead Court Elm Grove, Wisconsin 53122	President
George W. Jandacek	3027 Scott Crescent Flossmore, Illinois 60422	Executive Vice President
I. H. Dawes	13330 W. Bluemound Road Elm Grove, Wisconsin 53122	Chairman of the Executive Committee
George T. Wormley	3050 S. Waukesha Road West Allis, Wisconsin 53227	Vice President, Secretary and General Counsel
Kenneth J. Palmer	14150 Heatherwood Elm Grove, Wisconsin 53122	Vice President, Retail Marketing
Paul J. Sheedy	18022 Los Angeles Homewood, Illinois 60430	Vice President, Manufacturing
Glenn Willis	11804 Erhard Drive Dallas, Texas 75228	Vice President, Crude Oil Supply and Transportation
Gerry S. Harris	18245 Surrey Lane Brookfield, Wisconsin 53005	Vice President, Refinery Sales
John A. Bruss	3320 Vista Granada New Berlin, Wisconsin 53151	Vice President, Finance and Treasurer
John W. Skelly	13426 Paradise Valley Houston, Texas 77040	Vice President, Exploration and Production
Roger R. Clark	37042 Sunset Drive Oconomowoc, Wisconsin 53066	Vice President, Product Supply and Distribution
William J. LaBadie	W 335 N5421 Wedgewood Nashotah, Wisconsin 53058	Administrative Vice President
Nick G. Takton	18605 W. Bonnie Lane Brookfield, Wisconsin 53005	Vice President and Director of Advertising, Sales Promotion and Public Relations
Carl B. Archibald	6741 W. Keefe Avenue Parkway Milwaukee, Wisconsin 53216	Controller
Howard T. Christensen	13606 Barryknoll Lane Houston, Texas 77024	Assistant Vice President
M. R. Burmaster	929 N. Astor Street Milwaukee, Wisconsin 53202	Assistant Secretary
Ralph E. Busse	4714 W. Scranton Place Milwaukee, Wisconsin 53216	Assistant Treasurer
Harold W. Simmons	13150 Wrayburn Road Elm Grove, Wisconsin 53122	Assistant Treasurer

20. DIRECTORS

The directors of the Corporation are:

Name	Home Address	Principal Occupation During Past Five Years
Emory T. Clark	1505 Greenway Terrace Elm Grove, Wisconsin 53122	Chairman of the Board, Clark Oil & Refining Corporation
Owen L. Hill	1935 Arrowhead Court Elm Grove, Wisconsin 53122	President, Clark Oil & Refining Corporation
George W. Jandacek	3027 Scott Crescent Flossmore, Illinois 60422	Executive Vice President, Clark Oil & Refining Corporation
I. H. Dawes	13330 W. Bluemound Road Elm Grove, Wisconsin 53122	Chairman of the Executive Committee, Clark Oil & Refining Corporation
Ray Carter (a)	The Philadephian Apt. 11-C44 2401 Penn Avenue Philadelphia, Pennsylvania 19130	Petroleum Consultant
Milo F. Snyder	2614 E. Newton Avenue Milwaukee, Wisconsin 53211	Vice President and Director, Loewi & Co. Incorporated, investment bankers
George T. Wormley	3050 South Waukesha Road West Allis, Wisconsin 53227	Vice President, Secretary and General Counsel, Clark Oil & Refining Corporation

(a) Resigned effective May, 1972, and Board of Directors of Corporation were to act on such resignation at its meeting to be held on August 1, 1972.

CERTIFICATE

Pursuant to a resolution duly passed by its Board of Directors, Clark Oil & Refining Corporation hereby applies for listing of the above-mentioned securities on The Toronto Stock Exchange, and the undersigned officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

CLARK OIL & REFINING CORPORATION

Corporate Seal

Per: "OWEN L. HILL",
President

"GEORGE T. WORMLEY",
Vice President and Secretary

DISTRIBUTION OF COMMON STOCK AS OF JULY 19, 1972

Number		Shares
1,915	Holders of 1 — 24 share lots	23,072
2,306	" " 25 — 99 " "	111,415
2,614	" " 100 — 199 " "	285,601
1,191	" " 200 — 299 " "	252,000
415	" " 300 — 399 " "	131,477
416	" " 400 — 499 " "	172,969
578	" " 500 — 999 " "	372,831
515	" " 1000 — up " "	5,771,067
9,950	Shareholders Total shares	7,120,432